



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

January 18, 2001

RECORDATION NO. 23347 FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

JAN 22 '01

4-47 PM



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 6, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Golden Grain LLC
W13134 Highway KK
Ripon, WI 54971

A description of the railroad equipment covered by the enclosed document is fifty-one (51) 4750 cubic foot covered hopper cars with gravity gates and trough hatches with car marks FURX, RUSX, and NDYX (please see Exhibit A for exact car numbers.)


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Golden Grain LLC, Lessee, covering 51 4750 cubic foot covered hopper cars, with car marks FURX, RUSX, and NDYX (please see Exhibit A for exact car numbers.)

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(GOGR002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of December, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Golden Grain LLC ("Lessee"), a Wisconsin limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 31, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: K. A. DombrowskiTitle: DIRECTOR OF DOCUMENTATIONBy: [Signature]Name: RICHARD F. SEYMOURTitle: Vice President Sales & MarketingExecuted on this 6th day of Dec., 2000.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

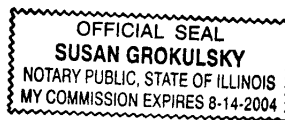
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of December, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

GOLDEN GRAIN LLC

By: Golden Grain LLC

Name: Dan Zimmerman

Title: Partner

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 29th day of Nov, 2000.

[CORPORATE SEAL]

STATE OF Wisconsin

COUNTY OF Fond du Lac

I, Winifred Camanidis, a Notary Public of the County and State aforesaid, certify that Dan Zimmerman personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29 day of November, 2000.

Winifred M. Camanidis
Notary Public

Commission Expires:

11-04-2001
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF RAILCARS: Fifty-one (51)

DESCRIPTION OF RAILCARS: 4,750 cu. ft. capacity covered hopper cars with gravity gates
and trough hatches

CAR NUMBERS:

FURX 814205	FURX 828343
FURX 814206	FURX 828376
FURX 814207	FURX 828751
FURX 814220	FURX 828868
FURX 815281	FURX 828960
FURX 815302	FURX 829614
FURX 815333	FURX 830270
FURX 815350	FURX 830813
FURX 815354	FURX 831048
FURX 815382	FURX 832143
FURX 815384	FURX 832144
FURX 815387	FURX 832158
FURX 815400	FURX 832164
FURX 815401	FURX 832166
FURX 815408	FURX 832173
FURX 815413	FURX 832175
FURX 815423	FURX 832180
FURX 815429	FURX 832197
FURX 815430	NDYX 488335
FURX 815436	RUSX 488105
FURX 815467	RUSX 815396
FURX 815493	RUSX 815397
FURX 815389	RUSX 815428
FURX 827589	RUSX 815433
FURX 828324	RUSX 815476
FURX 828329	